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ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SURFACE TRANSPORTATION BOARD

SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

December 19, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Assignment and Assumption Agreement, dated as of December 16, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 26030.

The names and addresses of the parties to the enclosed document are:

Seller: General Electric Railcar Services Corporation
161 North Clark Street
Chicago, Illinois 60601

Buyer: Infinity Rail, LLC
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

and after the Closing Date, assumes all obligations, to the extent arising on or after the Closing Date, of the Seller under, and agrees to be bound to the same extent as the Seller by all the terms of, the Operative Agreements. Effective on and after the Closing Date, the Buyer shall be deemed to stand in the place of the Seller for all purposes under the Operative Agreements and each reference in the Operative Agreements to the Seller shall be deemed to mean the Buyer. The Seller, in respect of the period on and after the Closing Date, is released of all obligations of the Seller under the Operative Agreements.

4. **Definitions.** Except as otherwise specified or as the context may otherwise require, the following terms have the meanings set forth below whenever used in this Agreement (terms defined in the singular to have a correlative meaning when used in the plural and vice versa).

Bill of Sale: the bill of sale in the form of Exhibit I hereto.

Closing Date: the date of the Bill of Sale.

Equipment: the units of equipment listed on Schedule 1 hereto.

Lease: that certain Schedule No. 8 to Car Leasing Agreement No. 8425-92-01, dated as of January 1, 1994, between the Seller, as lessor, and Texas, Oklahoma & Eastern Railroad Company, as lessee, as extended by that certain Extension No. 1 dated as of April 15, 2005, which incorporates by reference that certain Car Leasing Agreement No. 8425-92-01, dated as of January 1, 1994, between the Seller and Texas, Oklahoma & Eastern Railroad Company.

Lessee: Texas, Oklahoma & Eastern Railroad Company.

Ownership Interest: the Seller's rights, title and interest in and to the Equipment and the Seller's rights and obligations under the Operative Agreements.

5. **Amendments.** No provision of this Agreement may be amended, modified or waived except by written agreement duly executed by each of the parties hereto.

6. **Notices.** All notices, requests or other communications to or upon any party hereto in connection herewith shall be given in the manner prescribed by Section 9.5 of the Purchase Agreement.

7. **Headings.** The section headings used in this Agreement are for convenience of reference only and shall not be used or construed to define, interpret, expand or limit any provision hereof.

8. **Counterparts.** This Agreement may be executed in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

9. **Governing Law.** This Agreement shall be governed by, and construed and enforced in accordance with, the internal substantive laws of the State of Illinois, without giving effect to its conflict of law rules.

10. **Entire Agreement.** This Agreement, the Purchase Agreement, and the Bill of Sale (together with their exhibits and schedules) represent the entire agreement of the parties with respect to the subject matter hereof and thereof and supersede and cancel any prior oral or written agreement, letter of intent or understanding with respect to such subject matter.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

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[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Agreement has been duly executed by the parties hereto on the date first above written.

**GENERAL ELECTRIC RAILCAR SERVICES
CORPORATION**

By: J. Nicholas Muday
Name: J. Nicholas Muday
Title: Vice President

INFINITY RAIL, LLC

By: **Infinity Asset Management, LLC,
as Manager**

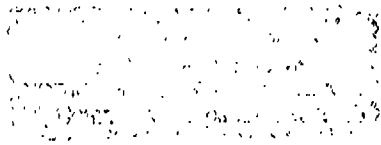
By: _____
Jeffrey E. Edelman, Vice President

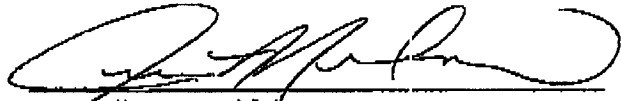
State of ILLINOIS)

County of COOK)

On this, the 15 day of December, 2005, before me, a Notary Public in and for said County and State, personally appeared James N. Muday, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name: Jeanne A. Nelson
Notary Public

My Commission Expires: February 20, 2006
Residing in: Cook County

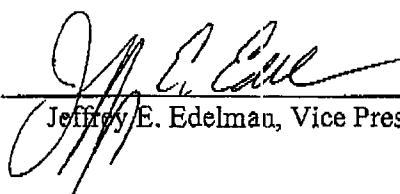
IN WITNESS WHEREOF, this Agreement has been duly executed by the parties hereto on the date first above written.

**GENERAL ELECTRIC RAILCAR SERVICES
CORPORATION**

By: _____
Name: J. Nicholas Muday
Title: Vice President

INFINITY RAIL, LLC

By: **Infinity Asset Management, LLC,
as Manager**


By:  _____
Jeffrey E. Edelman, Vice President

State of Georgia

County of Fulton

On this, the 16 day of December, 2005, before me, a Notary Public in and for said County and State, personally appeared Jeffrey E. Edelman, a Vice President of Infinity Asset Management, LLC, the Manager of Infinity Rail, LLC, who acknowledged himself to be a duly authorized officer of Infinity Asset Management, LLC, the Manager of Infinity Rail, LLC, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: Linda L. Freeman
Notary Public

My Commission Expires: _____

Residing in: _____



Schedule 1

Description: Plate C 52' 6 in Boxcar

Quantity: 110

Reporting marks, identifying numbers and Purchase Price per Unit:

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR</u>	
		<u>Reporting</u>	<u>Mark</u>
1	Texas, Oklahoma & Eastern Railroad Company	TOE	3501
2	Texas, Oklahoma & Eastern Railroad Company	TOE	3503
3	Texas, Oklahoma & Eastern Railroad Company	TOE	3504
4	Texas, Oklahoma & Eastern Railroad Company	TOE	3505
5	Texas, Oklahoma & Eastern Railroad Company	TOE	3506
6	Texas, Oklahoma & Eastern Railroad Company	TOE	3507
7	Texas, Oklahoma & Eastern Railroad Company	TOE	3509
8	Texas, Oklahoma & Eastern Railroad Company	TOE	3510
9	Texas, Oklahoma & Eastern Railroad Company	TOE	3511
10	Texas, Oklahoma & Eastern Railroad Company	TOE	3512
11	Texas, Oklahoma & Eastern Railroad Company	TOE	3513
12	Texas, Oklahoma & Eastern Railroad Company	TOE	3514
13	Texas, Oklahoma & Eastern Railroad Company	TOE	3515
14	Texas, Oklahoma & Eastern Railroad Company	TOE	3516
15	Texas, Oklahoma & Eastern Railroad Company	TOE	3517
16	Texas, Oklahoma & Eastern Railroad Company	TOE	3518
17	Texas, Oklahoma & Eastern Railroad Company	TOE	3519
18	Texas, Oklahoma & Eastern Railroad Company	TOE	3520
19	Texas, Oklahoma & Eastern Railroad Company	TOE	3521
20	Texas, Oklahoma & Eastern Railroad Company	TOE	3522
21	Texas, Oklahoma & Eastern Railroad Company	TOE	3523
22	Texas, Oklahoma & Eastern Railroad Company	TOE	3524
23	Texas, Oklahoma & Eastern Railroad Company	TOE	3525
24	Texas, Oklahoma & Eastern Railroad Company	TOE	3526
25	Texas, Oklahoma & Eastern Railroad Company	TOE	3527
26	Texas, Oklahoma & Eastern Railroad Company	TOE	3528
27	Texas, Oklahoma & Eastern Railroad Company	TOE	3529
28	Texas, Oklahoma & Eastern Railroad Company	TOE	3530

29	Texas, Oklahoma & Eastern Railroad Company	TOE	3532
30	Texas, Oklahoma & Eastern Railroad Company	TOE	3534
31	Texas, Oklahoma & Eastern Railroad Company	TOE	3535
32	Texas, Oklahoma & Eastern Railroad Company	TOE	3536
33	Texas, Oklahoma & Eastern Railroad Company	TOE	3537
34	Texas, Oklahoma & Eastern Railroad Company	TOE	3538
35	Texas, Oklahoma & Eastern Railroad Company	TOE	3540
36	Texas, Oklahoma & Eastern Railroad Company	TOE	3541
37	Texas, Oklahoma & Eastern Railroad Company	TOE	3542
38	Texas, Oklahoma & Eastern Railroad Company	TOE	3543
39	Texas, Oklahoma & Eastern Railroad Company	TOE	3544
40	Texas, Oklahoma & Eastern Railroad Company	TOE	3545
41	Texas, Oklahoma & Eastern Railroad Company	TOE	3546
42	Texas, Oklahoma & Eastern Railroad Company	TOE	3547
43	Texas, Oklahoma & Eastern Railroad Company	TOE	3548
44	Texas, Oklahoma & Eastern Railroad Company	TOE	3549
45	Texas, Oklahoma & Eastern Railroad Company	TOE	3550
46	Texas, Oklahoma & Eastern Railroad Company	TOE	3551
47	Texas, Oklahoma & Eastern Railroad Company	TOE	3552
48	Texas, Oklahoma & Eastern Railroad Company	TOE	3553
49	Texas, Oklahoma & Eastern Railroad Company	TOE	3554
50	Texas, Oklahoma & Eastern Railroad Company	TOE	3555
51	Texas, Oklahoma & Eastern Railroad Company	TOE	3556
52	Texas, Oklahoma & Eastern Railroad Company	TOE	3557
53	Texas, Oklahoma & Eastern Railroad Company	TOE	3558
54	Texas, Oklahoma & Eastern Railroad Company	TOE	3559
55	Texas, Oklahoma & Eastern Railroad Company	TOE	3560
56	Texas, Oklahoma & Eastern Railroad Company	TOE	3561
57	Texas, Oklahoma & Eastern Railroad Company	TOE	3562
58	Texas, Oklahoma & Eastern Railroad Company	TOE	3563
59	Texas, Oklahoma & Eastern Railroad Company	TOE	3564
60	Texas, Oklahoma & Eastern Railroad Company	TOE	3565
61	Texas, Oklahoma & Eastern Railroad Company	TOE	3566
62	Texas, Oklahoma & Eastern Railroad Company	TOE	3567
63	Texas, Oklahoma & Eastern Railroad Company	TOE	3568

64	Texas, Oklahoma & Eastern Railroad Company	TOE	3569
65	Texas, Oklahoma & Eastern Railroad Company	TOE	3570
66	Texas, Oklahoma & Eastern Railroad Company	TOE	3571
67	Texas, Oklahoma & Eastern Railroad Company	TOE	3572
68	Texas, Oklahoma & Eastern Railroad Company	TOE	3573
69	Texas, Oklahoma & Eastern Railroad Company	TOE	3575
70	Texas, Oklahoma & Eastern Railroad Company	TOE	3576
71	Texas, Oklahoma & Eastern Railroad Company	TOE	3577
72	Texas, Oklahoma & Eastern Railroad Company	TOE	3578
73	Texas, Oklahoma & Eastern Railroad Company	TOE	3579
74	Texas, Oklahoma & Eastern Railroad Company	TOE	3582
75	Texas, Oklahoma & Eastern Railroad Company	TOE	3583
76	Texas, Oklahoma & Eastern Railroad Company	TOE	3584
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81	Texas, Oklahoma & Eastern Railroad Company	TOE	3590
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90	Texas, Oklahoma & Eastern Railroad Company	TOE	3601
91	Texas, Oklahoma & Eastern Railroad Company	TOE	3602
92	Texas, Oklahoma & Eastern Railroad Company	TOE	3603
93	Texas, Oklahoma & Eastern Railroad Company	TOE	3604
94	Texas, Oklahoma & Eastern Railroad Company	TOE	3607
95	Texas, Oklahoma & Eastern Railroad Company	TOE	3608
96	Texas, Oklahoma & Eastern Railroad Company	TOE	3609
97	Texas, Oklahoma & Eastern Railroad Company	TOE	3610
98	Texas, Oklahoma & Eastern Railroad Company	TOE	3611

99	Texas, Oklahoma & Eastern Railroad Company	TOE	3612
100	Texas, Oklahoma & Eastern Railroad Company	TOE	3614
101	Texas, Oklahoma & Eastern Railroad Company	TOE	3615
102	Texas, Oklahoma & Eastern Railroad Company	TOE	3616
103	Texas, Oklahoma & Eastern Railroad Company	TOE	3617
104	Texas, Oklahoma & Eastern Railroad Company	TOE	3619
105	Texas, Oklahoma & Eastern Railroad Company	TOE	3620
106	Texas, Oklahoma & Eastern Railroad Company	TOE	3621
107	Texas, Oklahoma & Eastern Railroad Company	TOE	3622
108	Texas, Oklahoma & Eastern Railroad Company	TOE	3623
109	Texas, Oklahoma & Eastern Railroad Company	TOE	3624
110	Texas, Oklahoma & Eastern Railroad Company	TOE	3625

EXHIBIT I

FORM OF BILL OF SALE

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, General Electric Railcar Services Corporation ("Seller"), does hereby sell, transfer and assign to Infinity Rail, LLC ("Buyer") all of Seller's rights, title and interest in and to the equipment described in Schedule 1 hereto, subject to the terms and conditions of the Purchase Agreement, dated as of December __, 2005, between Seller and Buyer, and the Assignment and Assumption Agreement, dated December __, 2005, between Seller and Buyer.

General Electric Railcar Services Corporation

By: _____
Name: _____
Title: _____
Date: _____

Schedule 1

(to Form of Bill of Sale)

Description: Plate C 52' 6 in Boxcar

Quantity: 110

Reporting marks, identifying numbers and Purchase Price per Unit:

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR</u>	
		<u>Reporting Mark</u>	
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